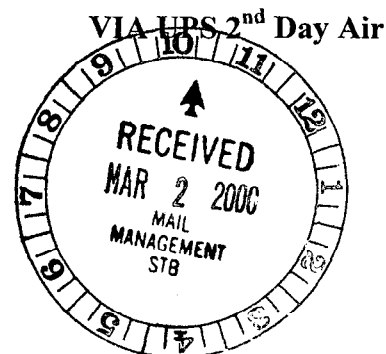


First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588



February 29, 2000



Surface Transportation Board
Attn: Mr. Vernon E. Williams
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

RECORDATION NO. 11122-G FILED

Re: Bill of Sale under Recordation No. 11122-C

MAR 9 '00 8-38 AM
TS

Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD

Pursuant to the provisions of 49 U.S.C. Section 11301(a), enclosed for subfiling under Recordation No. 11122-C are one (1) original copy and two (2) copies of the Bill of Sale, dated December 8, 1999, by First Security Bank, N.A. for the benefit of First Union Rail Corporation, a secondary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Buyer First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Seller First Security Bank, N.A.
79 South Main Street, 3rd Floor
Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Bill of Sale.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return two (2) stamped copies of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulskey
Manager – Documents Administration

Enclosures

(GE003)

RS

BILL OF SALE

MAR 9 '00 8-28 AM

KNOW ALL MEN BY THESE PRESENTS:

SURFACE TRANSPORTATION BOARD

THAT FIRST SECURITY BANK, N.A., formerly known as First Security Bank of Utah, N.A., not in its individual capacity, but solely as owner trustee ("Seller"), is the owner of legal title to those certain railcars described on Exhibit A hereto ("Cars"), with power to convey such legal title to said Cars.

THAT, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does this December 8, 1999, grant, convey, transfer, bargain and sell, deliver and set over unto FIRST UNION RAIL CORPORATION, the owner of the beneficial interest in such Cars ("Buyer"), whose address is One O'Hare Centre, 6250 River Road, Suite 5000, Rosemont, IL 60018, and unto its successors and assigns, all of Seller's right, title, and interest in and to the above-described Cars, free and clear of all liens, claims and encumbrances arising by or through the Seller.

THAT THE CARS CONVEYED HEREBY ARE BEING SOLD "AS IS", "WHERE IS" WITHOUT REPRESENTATION OR WARRANTY OF ANY KIND AS TO THE CONDITION OF THE CARS OR THEIR MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER EXPRESS OR IMPLIED (EXCEPT AS EXPRESSLY MADE HEREIN WITH RESPECT TO TITLE AND ABSENCE OF LIENS).

Buyer shall be responsible for any personal property, rental, use or sales tax or similar levies assessed in connection with the sale of the above-described Cars.

THIS Bill of Sale shall be governed by the laws of the State of New York, exclusive of any choice of law rule of that or any other jurisdiction which would cause any matter to be referred to the law of any jurisdiction other than New York.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name this 8th day of December, 1999.

FIRST SECURITY BANK, N.A., not in its
Individual capacity, but solely as owner trustee

By: Brett R. King

Name: Brett R. King
Vice President

Title: _____

STATE OF Utah
COUNTY OF Salt Lake

I, Sydnee Madsen, a Notary Public of the County
and State aforesaid, certify that Brett R. King personally appeared before me
this day and acknowledged his/her due execution of the foregoing Bill of Sale.

WITNESS my hand and official stamp or seal, this 8TH day of December
2001, 1999.

Sydnee Madsen
Notary Public

My Commission Expires:

(Notary Public)

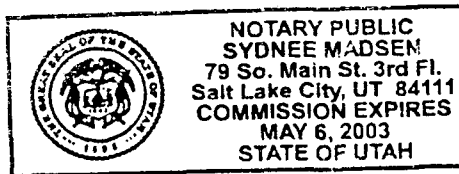


EXHIBIT A
To
Bill of Sale

NUMBER OF CARS: Seventy (70)

DESCRIPTION OF CARS: 4,750 cu. ft. Covered Hopper Grain Cars

CAR NUMBERS: See below:

NAHX	700	NAHX	725	NAHX	750
NAHX	701	NAHX	726	NAHX	751
NAHX	702	NAHX	727	NAHX	752
NAHX	703	NAHX	728	NAHX	753
NAHX	704	NAHX	729	NAHX	754
NAHX	705	NAHX	730	NAHX	756
NAHX	706	NAHX	731	NAHX	757
NAHX	707	NAHX	733	NAHX	758
NAHX	708	NAHX	734	NAHX	759
NAHX	709	NAHX	735	NAHX	760
NAHX	710	NAHX	736	NAHX	761
NAHX	711	NAHX	737	NAHX	762
NAHX	712	NAHX	738	NAHX	763
NAHX	713	NAHX	739	NAHX	764
NAHX	714	NAHX	740	NAHX	765
NAHX	715	NAHX	741	NAHX	766
NAHX	716	NAHX	742	NAHX	767
NAHX	718	NAHX	743	NAHX	768
NAHX	719	NAHX	744	NAHX	769
NAHX	720	NAHX	745	PVFX	718
NAHX	721	NAHX	746	PVFX	735
NAHX	722	NAHX	747	PVFX	760
NAHX	723	NAHX	748		
NAHX	724	NAHX	749		

STATE OF ILLINOIS)) SS
COUNTY OF COOK)

CERTIFICATION OF RECORDS

I, Tiffany Chase Morrison, certify that I am the custodian of records for First Union Rail Corporation and that I have examined the attached original of the Bill of Sale dated as of December 8, 1999, between First Security Bank (Seller) and First Union Rail Corporation (Buyer) and that the same is a true and accurate original relating to said sale.

Nancy Grace-Morrison

Subscribed and sworn to
before me this
29th day of February, 2000

Susan Grokulskey
NOTARY PUBLIC

